

RESOLUTION OF THE BOARD OF DIRECTORS
OF
PARSONS CORPORATION

BE IT RESOLVED, that the Board of Directors shall make an affirmative determination regarding the independence of each director annually, based upon the recommendation of the Nominating and Governance Committee.

BE IT FURTHER RESOLVED, that an “independent director” is a director that the Board of Directors has determined has no material relationship with the Corporation, either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation. A relationship is “material” if, in the judgment of the Board of Directors, the relationship would interfere with the director’s independent judgment. In making independence determinations, the Board of Directors shall consider each relationship not only from the standpoint of the director, but also from the standpoint of persons and organizations with which the director has a relationship.

BE IT FURTHER RESOLVED, that a director is not independent if:

- (i) The director is, or has been within the last three years, an employee of the Corporation, or an immediate family member is, or has been within the last three years, an executive officer of the Corporation.
- (ii) The director has received, or has an immediate family member who has received, during any twelve-month period within the last three years, more than \$100,000 in direct compensation from the Corporation, other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service).
- (iii) (A) The director or an immediate family member is a current partner of a firm that is the company's internal or external auditor; (B) the director is a current employee of such a firm; (C) the director has an immediate family member who is a current employee of such a firm and who participates in the firm's audit, assurance or tax compliance (but not tax planning) practice; or (D) the director or an immediate family member was within the last three years (but is no longer) a partner or employee of such a firm and personally worked on the Corporation’s audit within that time.

(iv) The director or an immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of the Corporation's present executive officers at the same time serves or served on that company's compensation committee.

(v) The director is a current employee, or an immediate family member is a current executive officer, of a company that has made payments to, or received payments from, the Corporation for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million, or 2% of such other company's consolidated gross revenues.

PARSONS